

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	x	
Calpine Corporation, <u>et al.</u> ,	:	Chapter 11
Debtors.	:	Case No. 05-60200 (BRL) (Jointly Administered)
HSBC Bank USA, National Association, as Indenture Trustee, The Bank of New York, as Administrative Agent, Wilmington Trust FSB, as Indenture Trustee, Wilmington Trust Company, as Administrative Agent, Wilmington Trust Company, as Collateral Agent, and Manufacturers & Traders Trust Company, as Indenture Trustee,	:	x Case No. 1:07-cv-03088 (GBD)
Appellants,	:	
- against -	:	
Calpine Corporation, The Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders,	:	MOTION FOR ADMISSION PRO HAC VICE
Appellees.	:	
Calpine Corporation, The Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders,	x	
Appellants,	:	
- against -	:	
HSBC Bank USA, National Association, as Indenture Trustee, The Bank of New York, as Administrative Agent, Wilmington Trust FSB, as Indenture Trustee, Wilmington Trust Company, as Administrative Agent, Wilmington Trust Company, as Collateral Agent, and Manufacturers & Traders Trust Company, as Indenture Trustee,	:	
Appellees.	:	

NOTICE OF MOTION FOR ADMISSION *PRO HAC VICE*

PLEASE TAKE NOTICE that, pursuant to Rule 1.3 of this Court's Local Rules, Calpine Corporation, et al., by its attorneys Kirkland & Ellis LLP, hereby moves to admit *pro hac vice* Jeffrey S. Powell, Stephen E. Hessler and Marc Kieselstein to this bar for the purposes of this action.

The affidavit of Edward O. Sassower, sworn to on May 22, 2007, and accompanying affidavits and exhibits, are attached hereto in support of this application. A proposed order is also attached.

Dated: May 22, 2007
New York, New York



Edward O. Sassower (ES 5823)
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel for Calpine Corporation, et al.

CERTIFICATE OF SERVICE

I hereby certify that on this 23rd day of May, 2007, a true and correct copy of Calpine Corporation's Motion for Admission Pro Hac Vice and accompanying affidavits of Edward O. Sassower, Jeffrey S. Powell, Stephen E. Hessler and Marc Kieselstein, and exhibits thereto, and Proposed Order were served by express mail upon the following:

Mark R. Somerstein
Ropes & Gray LLP
1211 Avenue of the Americas
New York, NY 10036-8704

David S. Elkind
Ropes & Gray LLP
1251 Avenue of The Americas
New York, NY 10020

Amanda Duncan Darwin
Nixon Peabody LLP (MA)
100 Summer Street
Boston, MA 02110

Dennis Murphy
Nixon Peabody LLP (MA)
100 Summer Street
Boston, MA 02110

Richard C. Pedone
Nixon Peabody LLP (MA)
100 Summer Street
Boston, MA 02110

Martin J. Bienenstock
Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Gary L. Kaplan
Fried, Frank, Harris, Shriver & Jacobson
One New York Plaza
New York, NY 10004

Richard G. Mason
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019

Michael S. Stamer
Akin, Gump, Strauss, Hauer & Feld, LLP
590 Madison Avenue
New York, NY 10022



Edward O. Sassower

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	x	
In re:	:	
Calpine Corporation, <u>et al.</u> ,	:	Chapter 11
Debtors.	:	Case No. 05-60200 (BRL) (Jointly Administered)
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HSBC Bank USA, National Association, as Indenture Trustee, The Bank of New York, as Administrative Agent, Wilmington Trust FSB, as Indenture Trustee, Wilmington Trust Company, as Administrative Agent, Wilmington Trust Company, as Collateral Agent, and Manufacturers & Traders Trust Company, as Indenture Trustee,	:	Case No. 1:07-cv-03088 (GBD)
Appellants,	:	
- against -	:	
Calpine Corporation, The Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders,	:	AFFIDAVIT OF EDWARD O. SASSOWER
Appellees.	:	
-----	x	
Calpine Corporation, The Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders,	:	
Appellants,	:	
- against -	:	
HSBC Bank USA, National Association, as Indenture Trustee, The Bank of New York, as Administrative Agent, Wilmington Trust FSB, as Indenture Trustee, Wilmington Trust Company, as Administrative Agent, Wilmington Trust Company, as Collateral Agent, and Manufacturers & Traders Trust Company, as Indenture Trustee,	:	
Appellees.	:	
-----	x	

**AFFIDAVIT OF EDWARD O. SASSOWER IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

EDWARD O. SASSOWER, being duly sworn, deposes and states:

1. I am a practicing attorney duly admitted to the Bar of the State of New York and admitted to practice before this Court. I am a partner of the firm Kirkland & Ellis LLP (“Kirkland”), attorneys for Calpine Corporation, et al. (“Calpine”). I submit this affidavit in support of Calpine’s motion pursuant to Rule 1.3 of this Court’s Local Rules for an order permitting Jeffrey S. Powell, Stephen E. Hessler and Marc Kieselstein to appear as counsel *pro hac vice* on behalf of Calpine for purposes of this action.

2. Mr. Powell is a partner in Kirkland’s Washington, D.C. office. He is a practicing attorney and a member in good standing of the Bar of the District of Columbia and the Bar of the State of Illinois. In addition, he is admitted to practice in the United States District Court for the Northern District of Illinois, the United States District Court for the Northern District of Indiana, the United States District Court for the Central District of California, the United States District Court for the District of Arizona, the United States District Court for the Western District of Michigan, the United States Court of Appeals for the Seventh Circuit, the United States Court of Appeals for the Sixth Circuit and the United States Court of Appeals for the Eleventh Circuit. Mr. Powell’s affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the District of Columbia Bar, is attached as Exhibit A. Copies of Mr. Powell’s other certificates will be provided upon request.

3. Mr. Hessler is an associate in Kirkland’s Washington, D.C. office. He is a practicing attorney and a member in good standing of the Bar of the District of Columbia and the

Bar of the State of Michigan. In addition, he is admitted to practice in the United States District Court for the Eastern District of Michigan, the United States District Court for the Western District of Kentucky, the United States Court of Appeals for the Second Circuit, the United States Court of Appeals for the Third Circuit and the United States Court of Appeals for the Sixth Circuit. Mr. Hessler's affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the District of Columbia Bar, is attached as Exhibit B. Copies of Mr. Hessler's other certificates will be provided upon request.

4. Mr. Kieselstein is a partner in Kirkland's Chicago office. He is a practicing attorney and a member in good standing of the Bar of the State of Illinois. In addition, he is admitted to practice in the United States District Court for the Northern District of Illinois, the United States District Court for the Eastern District of Wisconsin, the United States Court of Appeals for the Seventh Circuit and the United States Court of Appeals for the Ninth Circuit. Mr. Kieselstein's affidavit in support of this motion, including a copy of the certificate of good standing certifying his status as a member of the State of Illinois Bar, is attached as Exhibit C. Copies of Mr. Kieselstein's other certificates will be provided upon request.

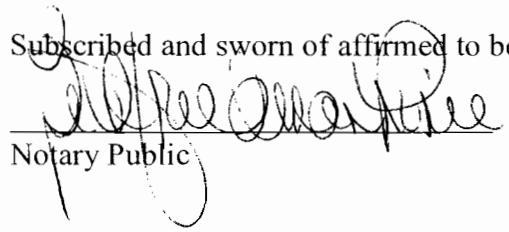
5. Mr. Powell, Mr. Hessler and Mr. Kieselstein have never been denied admission or disciplined by any court.

Dated: May 22, 2007
New York, New York



Edward O. Sassower (ES 5823)
KIRKLAND & ELLIS LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Subscribed and sworn of affirmed to before me this 22nd day of May, 2007.


Notary Public

BETH FRIEDMAN LURIE
NOTARY PUBLIC, State of New York
No. 4763035
Qualified in Nassau County
Commission Expires Sept 30 192009

EXHIBIT A

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	x	
Calpine Corporation, <u>et al.</u> ,	:	Chapter 11
Debtors.	:	Case No. 05-60200 (BRL) (Jointly Administered)
HSBC Bank USA, National Association, as Indenture Trustee, The Bank of New York, as Administrative Agent, Wilmington Trust FSB, as Indenture Trustee, Wilmington Trust Company, as Administrative Agent, Wilmington Trust Company, as Collateral Agent, and Manufacturers & Traders Trust Company, as Indenture Trustee,	x	Case No. 1:07-cv-03088 (GBD)
Appellants,	:	
- against -	:	
Calpine Corporation, The Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders,	:	AFFIDAVIT OF JEFFREY S. POWELL
Appellees.	:	
Calpine Corporation, The Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders,	x	
Appellants,	:	
- against -	:	
HSBC Bank USA, National Association, as Indenture Trustee, The Bank of New York, as Administrative Agent, Wilmington Trust FSB, as Indenture Trustee, Wilmington Trust Company, as Administrative Agent, Wilmington Trust Company, as Collateral Agent, and Manufacturers & Traders Trust Company, as Indenture Trustee,	:	
Appellees.	:	

**AFFIDAVIT OF JEFFERY S. POWELL IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
)
 ss:
COUNTY OF NEW YORK)

I, Jeffrey S. Powell, file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

1. I am admitted to practice in, and am a member in good standing of, the Bar of the District of Columbia and the Bar of the State of Illinois. I am also admitted to practice in the United States District Court for the Northern District of Illinois, 1986; the United States District Court for the Northern District of Indiana, 1987; the United States Third Circuit Court of Appeal, 1990; the United States District Court for the Central District of California, 1991; the United States Court of Appeals for the Seventh Circuit, 1991; the United States District Court for the District of Arizona, 1992; the United States District Court for the Western District of Michigan, 1997; the United States Court of Appeals for the Sixth Circuit, 1997; and the United States Court of Appeals for the Eleventh Circuit, 2000. A certificate of good standing certifying my status as a member of the District of Columbia Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.

3. I have never been denied admission to any court to which I have applied.

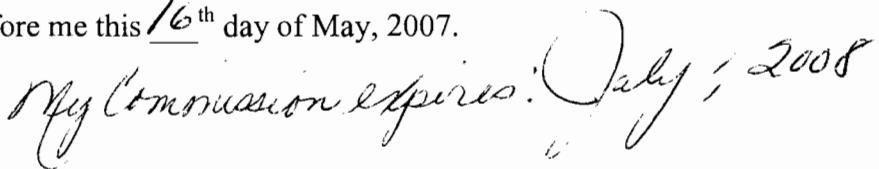
4. My office address, telephone number and telecopier number are included below my signature.

5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am a partner of Kirkland & Ellis LLP.


Jeffrey S. Powell
D.C. Bar No. 475572
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Telephone: (202) 879-5000
Facsimile: (202) 879-5200

Subscribed and sworn of affirmed to before me this 16th day of May, 2007.


Nadine M. Edmonds
Notary Public


My commission expires: July 1, 2008



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D.C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

JEFFREY S. POWELL

was on the 3RD day of December, 2001,

duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on May 18,
2007.

GARLAND PINKSTON, JR.

By: *G. Garland Pinkston*
Deputy Clerk

EXHIBIT B

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	x
	:	:
Calpine Corporation, <u>et al.</u> ,	:	Chapter 11
	:	
Debtors.	:	Case No. 05-60200 (BRL) (Jointly Administered)
	:	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
Calpine Corporation, The Official Committee of	:	
Unsecured Creditors of Calpine Corporation, and	:	
the Official Committee of Equity Security Holders,	:	
	:	
Appellees.	:	
	:	x
Calpine Corporation, The Official Committee of	:	
Unsecured Creditors of Calpine Corporation, and	:	
the Official Committee of Equity Security Holders,	:	
	:	
Appellants,	:	
	:	
- against -	:	
	:	
HSBC Bank USA, National Association, as	:	
Indenture Trustee, The Bank of New York, as	:	
Administrative Agent, Wilmington Trust FSB, as	:	
Indenture Trustee, Wilmington Trust Company, as	:	
Administrative Agent, Wilmington Trust	:	
Company, as Collateral Agent, and Manufacturers	:	
& Traders Trust Company, as Indenture Trustee,	:	
	:	
Appellees.	:	
	:	x

**AFFIDAVIT OF STEPHEN E. HESSLER IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

I, Stephen E. Hessler, file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

1. I am admitted to practice in, and am a member in good standing of, the Bar of the District of Columbia. I am also admitted to practice in the United States District Court for the Eastern District of Michigan, 2005; the United States District Court for the Western District of Kentucky, August, 2002; the United States Court of Appeals for the Second Circuit, 2006; the United States Court of Appeals for the Third Circuit, August, 2003; and the United States Court of Appeals for the Sixth Circuit, September, 2002. A certificate of good standing certifying my status as a member of the District of Columbia Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.

3. I have never been denied admission to any court to which I have applied.

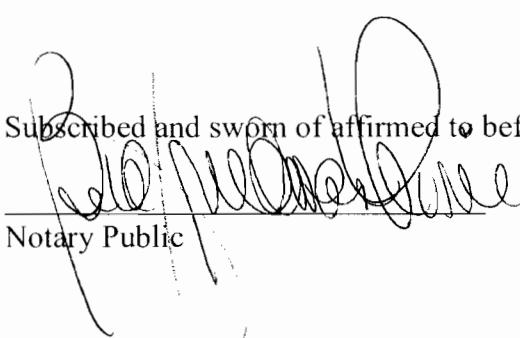
4. My office address, telephone number and telecopier number are included below my signature.

5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am an associate of Kirkland & Ellis LLP.

Stephen E. Hessler

Stephen E. Hessler
D.C. Bar No. 486140
KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005
Telephone: (202) 879-5000
Facsimile: (202) 879-5200

Subscribed and sworn of affirmed to before me this 22nd day of May, 2007.


Notary Public

STEPHEN FRIEDMAN LURIE
NOTARY PUBLIC, State of New York
No. 4783035
Certified in Nassau County
Commission Expires Sept. 30, 10

6/2009



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D.C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

STEPHEN E. HESSLER

was on the 10th day of May, 2004,

duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on May 18,
2007.

GARLAND PINKSTON, JR.

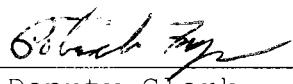
By: 
Deputy Clerk

EXHIBIT C

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	x
Calpine Corporation, et al.,	:
Debtors.	:
HSBC Bank USA, National Association, as	:
Indenture Trustee, The Bank of New York, as	:
Administrative Agent, Wilmington Trust FSB, as	:
Indenture Trustee, Wilmington Trust Company, as	:
Administrative Agent, Wilmington Trust	:
Company, as Collateral Agent, and Manufacturers	:
& Traders Trust Company, as Indenture Trustee,	:
Appellants,	:
- against -	:
Calpine Corporation, The Official Committee of	:
Unsecured Creditors of Calpine Corporation, and	:
the Official Committee of Equity Security Holders,	:
Appellees.	:
Calpine Corporation, The Official Committee of	x
Unsecured Creditors of Calpine Corporation, and	:
the Official Committee of Equity Security Holders,	:
Appellants,	:
- against -	:
HSBC Bank USA, National Association, as	:
Indenture Trustee, The Bank of New York, as	:
Administrative Agent, Wilmington Trust FSB, as	:
Indenture Trustee, Wilmington Trust Company, as	:
Administrative Agent, Wilmington Trust	:
Company, as Collateral Agent, and Manufacturers	:
& Traders Trust Company, as Indenture Trustee,	:
Appellees.	:

**AFFIDAVIT OF MARC KIESELSTEIN IN SUPPORT OF
MOTION FOR ADMISSION *PRO HAC VICE***

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, Marc Kieselstein, file this affidavit in support of Calpine's Motion for Admission *Pro Hac Vice*, and hereby state as follows:

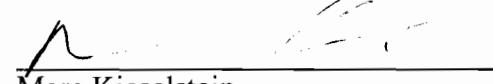
1. I am admitted to practice in, and am a member in good standing of, the Bar of the State of Illinois. I am also admitted to practice in the United States District Court for the Northern District of Illinois, 1991; the United States District Court for the Eastern District of Wisconsin, 2000; the United States Court of Appeals for the Seventh Circuit, 2005; and the United States Court of Appeals for the Ninth Circuit, 2000. A certificate of good standing certifying my status as a member of the State of Illinois Bar is attached to this affidavit. If certificates are needed for the other courts, I will provide them.

2. I have never been the subject of disciplinary action by the bars or courts of any jurisdiction in which I am licensed.

3. I have never been denied admission to any court to which I have applied.

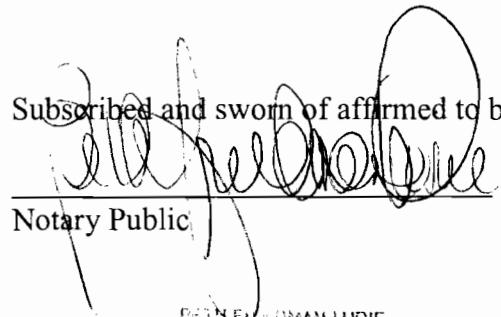
4. My office address, telephone number and telecopier number are included below my signature.

5. Kirkland & Ellis LLP has been retained to represent Calpine in this action. I am partner of Kirkland & Ellis LLP.

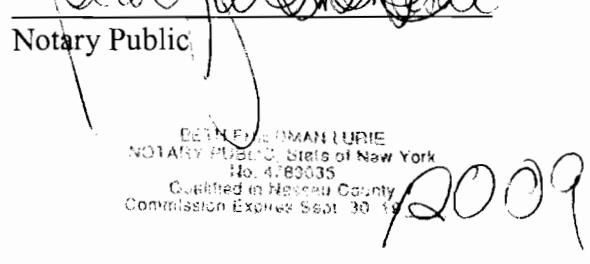


Marc Kieselstein
Illinois Bar No. 16199255
KIRKLAND & ELLIS LLP
200 East Randolph Drive
Chicago, IL 60601-6636
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

Subscribed and sworn of affirmed to before me this 22 day of May, 2007.



Notary Public



BETH E. GOODMAN LURIE
NOTARY PUBLIC, State of New York
No. 4783335
Qualified in Westchester County
Commission Expires Sept 30, 2009

CERTIFICATE OF GOOD STANDING



United States of America

}ss. Marc Kieselstein

Northern District of Illinois

I, Michael W. Dobbins, Clerk of the United States District Court for the Northern District of Illinois,

DO HEREBY CERTIFY That Marc Kieselstein was duly admitted to practice in said Court on (02/12/1991) and is in good standing as a member of the bar of said court.

Dated at Chicago, Illinois
on (05/21/2007)

Michael W. Dobbins, Clerk,
By: David A. Jozwiak
Deputy Clerk

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	x	
Calpine Corporation, <u>et al.</u> ,	:	Chapter 11
Debtors.	:	Case No. 05-60200 (BRL) (Jointly Administered)
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Appellants,	:	
- against -	:	
Calpine Corporation, The Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders,	:	ORDER GRANTING MOTION FOR ADMISSION <i>PRO HAC VICE</i>
Appellees.	:	
Calpine Corporation, The Official Committee of Unsecured Creditors of Calpine Corporation, and the Official Committee of Equity Security Holders,	x	
Appellants,	:	
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Appellees.	:	

[PROPOSED] ORDER GRANTING MOTION FOR ADMISSION *PRO HAC VICE*

The motion for admission to practice *pro hac vice* in the above captioned matter is GRANTED. The admitted attorneys, Jeffrey S. Powell, Stephen E. Hessler and Marc Kieselstein, are permitted to argue or try this particular case and related cases in whole or in part as counsel or advocate.

This Order confirms your appearance as counsel for Calpine Corporation, et al. in this case and any related cases, and it will be entered on the Court's docket. A notation of your admission *pro hac vice* for the above listed case will be made on the roll of attorneys.

The attorneys admitted *pro hac vice* must serve a copy of this Order on all other counsel in this case.

Dated: _____

United States District Judge

cc: Mark R. Somerstein
David S. Elkind
Amanda Duncan Darwin
Dennis Murphy
Richard C. Pedone
Martin J. Bienenstock
Gary L. Kaplan
Richard G. Mason
Michael S. Stamer
Jeffrey S. Powell
Stephen E. Hessler
Court File